## IN THE UNITED STATES BANKRUPTCY COURT FOR THE SOUTHERN DISTRICT OF TEXAS CORPUS CHRISTI DIVISION

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In re:	)	Chapter 11
J. C. PENNEY COMPANY, INC., et al., 1	)	Case No. 20-20182 (DRJ)
Debtors.	)	(Jointly Administered)

## DEBTORS' WITNESS AND EXHIBIT LIST FOR HEARING SCHEDULED FOR JUNE 4, 2020

Main Case No: 20-20182 (DRJ)	Name of Debtor: J. C. Penney Company, Inc, et al.		
Adversary No: n/a	Style of Adversary: n/a		
	,		
The Debtors may call the following witnesses:	Judge: David R. Jones		
James Mesterharm, Managing Director, AlixPartners LLP (fact and expert witness)	Courtroom Deputy: Vriana Portillo		
David Kurtz, Global Head of Restructuring, Lazard (fact and expert witness)	Hearing Date: June 4, 2020		
Any witness listed or called by any other party	Hearing Time: 9:00 A.M.		
Any witness required for rebuttal or impeachment	Party's Name: Debtors		
The Debtors' anticipated exhibits are listed below. The Debtors reserve the right to create and present demonstrative exhibits for use during witness testimony.	J. C. Penney Company, Inc., et al.		
	Attorney's Name: Matthew D. Cavenaugh		

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A complete list of each of the Debtors in these chapter 11 cases may be obtained on the website of the Debtors' proposed claims and noticing agent at <a href="http://cases.primeclerk.com/JCPenney">http://cases.primeclerk.com/JCPenney</a>. The location of Debtor J. C. Penney Company, Inc.'s principal place of business and the Debtors' service address in these chapter 11 cases is 6501 Legacy Drive, Plano, Texas 75024.

# **DEBTORS' EXHIBITS**<sup>2</sup>

<b>Debtors</b> '	Description	Offered	Objection	Admitted/	Disposition
Ex. #				Not Admitted	
#	JCP DIP Request for Proposal			Admitted	
1	(JCP0002405–JCP0002416)				
	DIP Commitment Letter and Term				
2	Sheet - First Lien Group				
<b>2</b>	(JCP0009750–JCP0009791)				
	DIP Commitment Letter and Term				
3	Sheet - Crossholder Group				
	(JCP0010488–JCP0010492)				
4	Restructuring Support Agreement				
	(JCP0010406–JCP0010486)				
_	Debtors' Capital Structure Chart				
5	(JCP00010487)				
6	DIP Budget (JCP00010493)				
	Intercreditor and Collateral				
	Cooperation Agreement Among				
	Wells Fargo Bank, N.A., Wilmington				
	Trust, N.A., each Other				
7	Representative From Time to Time				
	Party Hereto, J.C. Penney				
	Corporation, Inc., and the Other				
	Guarantors Party Hereto (June 23,				
	2016) (JCP0009859–JCP0009903)				
8	Pari Passu Intercreditor Agreement				
	dated June 23, 2016				
	(JCP0009792–JCP0009858)				
9	Junior Priority Intercreditor				
	Agreement dated March 12, 2018				
	(JCP0010281–JCP0010313)				
10	Term Loan Agreement				
	(JCP0009904–JCP0010280) First Lien Notes Indenture				
11					
	(JCP0010314–JCP0010405)  May 15, 2020 Milbank DIP Proposal				
12	1 2				
	(AM) (JCP0005220–JCP0005319) May 15, 2020 Email Chain				
13					
	(JCP0006138–JCP0006139)				

<sup>&</sup>lt;sup>2</sup> Certain documents may be confidential and, if so, will be offered, if at all, under seal or in redacted form.

<b>Debtors</b> '	Description	Offered	Objection	Admitted/	Disposition
Ex.	_			Not	-
#				Admitted	
14	May 15, 2020 Milbank DIP Proposal				
	(PM) (JCP0006146–JCP0006220)				
15	May 19, 2020 DIP Proposal -				
	Crossholder Group				
	(JCP0004179–JCP0004186)				
16	May 24, 2020 JCP Response to				
	Crossholder Group DIP Proposal				
	(JCP0004187–JCP0004200)				
17	May 24, 2020 Response of				
	Crossholder Group re DIP Proposal				
	(JCP0004201–JCP0004220)				
40	May 15 Board Presentation				
18	(JCP0004053–JCP0004091)				
4.0	May 28 Board Presentation				
19	(JCP0010503–JCP0010514)				
	Interim Order (I) Authorizing Debtors				
	to Use Cash Collateral, (II) Granting				
	Adequate Protection to the Prepetition				
20	Secured Parties, and (III) Scheduling				
	a Final Hearing Pursuant to				
	Bankruptcy Rule 4001(b) [Docket				
	No. 108]				
	Declaration and Expert Report of				
	James E. Mesterharm in Support of				
	the Debtors' Motion for Entry of a				
21	Final Order Authorizing the Debtors				
	to Obtain Postpetition Financing				
	Pursuant to Section 364 of the				
	Bankruptcy Code [Docket No. 452]				
	Declaration and Expert Report of				
22	David Kurtz in Support of the				
	Debtors' Motion for Entry of a Final				
	Order Authorizing the Debtors to				
	Obtain Postpetition Financing				
	Pursuant to Section 364 of the				
	Bankruptcy Code [Docket No. 453]				

The Debtors reserve the right to offer some, all, or none of these Exhibits at the hearing.

The Debtors also reserve the right to supplement, add to, subtract from, or otherwise amend this

Witness and Exhibit List at any time prior to the hearing.

Respectfully Submitted, June 2, 2020

#### /s/ Matthew D. Cavenaugh

#### JACKSON WALKER L.L.P.

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## **Certificate of Service**

I certify that on June 2, 2020, I caused a copy of the foregoing document to be served by the Electronic Case Filing System for the United States Bankruptcy Court for the Southern District of Texas.

/s/ Matthew D. Cavenaugh
Matthew D. Cavenaugh